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ILLINOIS COMMERCE COMMISSION

ORIGINAL

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Docket No.

00-0343

ICC Office Use Only

Looking Glass Networks, Inc. :
: Application for a certificate of local and :
interexchange authority to operate as a facilities- :
based carrier of telecommunications services :
throughout the State of Illinois. :

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

GENERAL

1. Applicant's Name(including d/b/a, if any) FEIN # 36-4359168

Looking Glass Networks, Inc. ("Looking Glass" or "Applicant")

Address: Street 18 W. 140 Butterfield Road, 16th Floor

City Oakbrook Terrace State/Zip Illinois 60181

2. Authority Requested: (Mark all that apply) X 13-403 13-404 X 13-405

3. Request for waivers/variances: In applications for exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting.

X Part 710 X Part 735 X Section 735.180 X Other

Because Applicant will not provide voice services as part of its service offering, it requests, pursuant to 220 ILCS 5/13-402, waiver of 83 Ill. Admin. Code Parts 720, 725, 735, 735.180, 755, 756, 770 and 772. Further explanation for these waiver requests is provided in section 20 of this Application.

4. In what area of the state does the Applicant propose to provide service?

Applicant seeks authority to provide facilities-based dedicated and private line telecommunications services throughout the State of Illinois. Applicant currently does not plan to provide dedicated or private line telecommunications services in the service areas of any exempt small or rural incumbent local exchange carriers.

CHIEF CLERK'S OFFICE

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ILLINOIS COMMERCE COMMISSION

5. Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application
- b) consumer issues
- c) customer complaint resolution
- d) technical and service quality issues
- e) "tariff" and pricing issues
- f) 9-1-1 issues
- g) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

Please see Exhibit 1

6. Please check type of organization?

____ Individual
____ Partnership

 X Corporation
Date corporation was formed April 5, 2000
In what state? Delaware

____ Other (Specify)

7. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

Please see Exhibit 2

8. List jurisdictions in which Applicant is offering service(s).

Applicant is not currently offering services in any state. However, Applicant is currently in the process of obtaining authorization to provide telecommunications services in Arizona, California, the District of Columbia, Florida, Georgia, Maryland, Massachusetts, New Jersey, New York, Ohio, Pennsylvania, Texas, Virginia and Washington.

9. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

____ YES (Please provide details) X NO

10. Have there been any complaints against the Applicant in any other jurisdiction?

____ YES X NO

If YES, describe fully. _____

11. Will the Applicant keep its books and records in Illinois? X YES _____ NO
If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

MANAGERIAL

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Please see Exhibit 3

13. List officers of Applicant.

Lynn E. Refer	President and Chief Executive Officer
Jodi J. Caro	Vice President/General Counsel/Assistant Secretary
Sunit Patel	Vice President/Chief Financial Officer/Secretary
Joe Stockhausen	Vice President/Network Development
John Carruth	Vice President, Engineering
Stacy Jenkins	Vice President, Network Development

14. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? YES X NO

If YES, list entity. _____

15. How will Applicant bill for its service(s)? **Looking Glass will bill directly for its services.**

16. How does Applicant propose to handle service, billing, and repair complaints?

Applicant will maintain a toll-free, customer service number, (877) 881-8890, that customers may call to register service, billing and repair complaints. Customers may also send written inquiries and complaints to Applicant at 18 W. 140 Butterfield Road, 16th Floor, Oakbrook Terrace, Illinois 60181. Applicant views customer satisfaction as critical to its success in the competitive market place and will address all service, billing and repair complaints and inquiries promptly. If Applicant is unable to resolve a complaint to a customer's satisfaction, Applicant will advise the customer of its right to file a complaint with the Illinois Commerce Commission.

17. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? **X** YES NO

18. What telephone number(s) would a customer use to contact your company?

Customers may contact Looking Glass at (877) 881-8890

19. What are your procedures to prevent unauthorized “slamming” of customers?

Applicant will provide facilities-based dedicated and private line services directly to other communications carriers and large corporate/government users primarily through the use of individual contracts, which will serve as Letters of Agency (“LOAs”). Tariffed services will also be offered through the use of LOAs.

20. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

_____ YES X NO (If no, please provide an explanation.)

Applicant has requested authority to provide facilities-based dedicated and private line telecommunications services to other communications carriers and large corporate/governmental users. As stated above, Applicant's facilities will consist of "lit" and "dim" fiber. Applicant, at least initially, will not have any switching capacity. Therefore, Applicant will not be in a position to provide regular "dial-tone" services.

Accordingly, Applicant requests waivers of the following sections of Title 83 of the Illinois Administrative Code, pursuant to the waiver provisions in Part 750.20: Part 710 (USOA Requirement), Part 720 (911 Implementation Reports), Part 725 (911 Standards of Service), Part 735.180 (Issuance of Telephone Directories), Part 756 (Telecommunications Relay Service), Part 770 (Operator Service Providers) and Part 772 (Pay Per Call Services).

Should the Commission reject a permanent waiver of Part 725 911 Service Requirements, Applicant requests, in the alternative, that the Commission grant a temporary waiver of said requirements, pursuant to 83 Illinois Administrative Code Part 725.101 on the basis of technological infeasibility due to the absence of switching capacity by Applicant.

The grant of the above-referenced waivers would substantially reduce the regulatory burden upon the Applicant, and allow the Applicant to offer advanced services to other carriers and large corporate/government users. This, in turn, will likely foster further competition in the Illinois telecommunications market and reduce the cost of services to end users.

21. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation? X YES _____ NO

FINANCIAL

22. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

LGN is financially well-qualified to render the proposed telecommunications services discussed herein in the State of Illinois. LGN has been financed with approximately \$5 million dollars to fund its initial start-up phase. In addition, LGN has a financial commitment from Madison Dearborn Capital Partners, L.P. and its affiliates to provide additional financing up to an aggregate amount of approximately \$194 million.

LGN is a new company and, as such, does not yet have audited financial statements.

TECHNICAL

23. Does Applicant utilize its own equipment and/or facilities? X YES NO

If YES, please list:

Applicant plans to construct a non-switched fiber optic SONET ring around the Chicago metropolitan area that will be leased to communications carriers and corporate/government customers on a point-to-point basis for high-bandwidth, secure voice and data networks. Applicant believes that the advanced technical characteristics of its network will allow it to provide high levels of reliability, security and capacity that its target customers typically demand. Applicant's network will be capable of using the highest commercially available capacity transmission (OC-192) and, therefore, can support advanced capacity-intensive data applications such as frame relay, ATM, multimedia, and Internet-related applications.

If NO, which facility provider(s)'s services does Applicant use?

24. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).

Applicant seeks authority to provide non-switched dedicated and private line, high capacity fiber optic transmission services ("lit" and "dim" fiber services) within the state of Illinois. Applicant will offer dedicated and private line access services thus allowing its customers to obtain, on a fixed-rate basis, fiber optic transmission capacity to develop their own networks. Applicant plans to offer its fiber optic transmission services to carriers, such as incumbent local exchange carriers ("ILECs"), competitive local exchange carriers ("CLECs"), and Internet service providers ("ISPs"). In addition Applicant plans to offer fiber optic broadband transmission services to corporate and government customers on a point-to-point basis for high-bandwidth, secure voice and data networks.

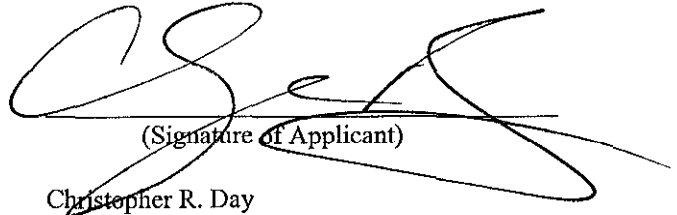
The public interest and convenience will be furthered by Commission approval of this Application. Applicant's proposed services will meet the needs of business and individual users for competitively priced, superior quality services. Indeed, Commission approval of the instant Application will foster competition in intrastate communications markets and generate significant benefits to Illinois telecommunications users including the following: (i) low priced and high quality services; (ii) innovative telecommunications services; and (iii) efficient use of existing communications resources as well as increased diversification and reliability of the supply of communications services.

25. Will technical personnel be available at all times to assist customers with service problems?

 X YES NO

26. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? _____ YES _____ NO

Not applicable.

A handwritten signature in black ink, appearing to be "CR Day", written over a horizontal line.

(Signature of Applicant)

Christopher R. Day

Counsel for Looking Glass Networks, Inc.

VERIFICATION

This application shall be verified under oath.

OATH

STATE OF ILLINOIS)

COUNTY OF)

DePue)

ss:

Jodi J. Caro makes oath and says that she is General Counsel of Looking Glass Networks, Inc., that she has examined the foregoing application and that to the best of her knowledge, information, and belief, all statements of fact contained in the said application are true, and that the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Jodi J. Caro
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public/

(Title of person authorized to administer oaths)

in the State and County above named, this 5 day of May, 2000.

Tracey Suski
(Signature of person authorized to administer oath)



LIST OF EXHIBITS

- | | |
|------------------|--|
| Exhibit 1 | Question 5 - Contact Persons To Work With Staff |
| Exhibit 2 | Articles Of Incorporation And
Certificate Of Authority To Transact Business In Illinois |
| Exhibit 3 | Resumes Of Key Personnel |
| Exhibit 4 | Financial Qualifications |